



**Minutes of the Meeting of the
Board of Governors
Thursday, October 17, 2019
Conservatory, Room 11
6:00-8:00 p.m.**

APPROVED BY BOARD ON NOVEMBER 27, 2019.

Voting Members Present: Rob Gilbert, Lynn Loder, Chris McCulloch, Olga Milosevich, Will Webster (Chair), Edie Hancock, Tirene Padget, Andre Pretzel, Susanne Brown (arrived 7:15)

Ex-Officio Members Present: Diana Rutherford, Jack Bennet (left 7:10), John Murray

Regrets: Kurt MacLeod, Mark Laing

1. Meeting was called to order shortly after 6:00 p.m.
2. The new Board members (Edie Hancock, Ty Padget, Andre Pretzel, Susanne Brown) were announced. Diana and Jack spoke briefly about Tirene and Andre, the newly elected faculty representatives of dance and music, respectively. (Introductions for Susanne were later in the meeting after she had arrived).
3. Minutes of the meeting of September 26, 2019. MOVED (Rob, Olga) that the minutes of the meeting of September 26, 2019 be approved. CARRIED.
4. Reports (moved up in the agenda because the Dean of Music had to leave early).
 - a. The Dean of Music summarized his written report.
 - b. The Dean of Dance summarized her report, and reminded Board members of the upcoming performance of Cinderella on Feb. 16, 2020.
 - c. The Financial/Operations Manager assured the Board that statutory remittances are up to date, the tax return is about to go, and the audited financial statements have just been received. He also advised the Board on the McInnes Cooper invoice. The remaining sprinklers are now being installed in the building.
5. Strategic Plan (moved up in the agenda because the Dean of Music had to leave early).

The Chair suggested that in light of the importance of this matter and the fact that we have 4 new members of the Board who may not have had an opportunity to read the material closely and to consider some of the points of controversy, discussion of the document be postponed until the November meeting. AGREED.
6. Other Business Arising from the Minutes
 - a. Faculty election outcome and issues. Chris spoke briefly about the election, and expressed her appreciation, on behalf of the Board, to Lynn Steeves who served as the Returning Officer.
 - b. Directors/Officers Insurance. The Board reviewed the correspondence with the Insurance Broker, and it was MOVED (Lynn, Chris) that the Board carry \$5 million liability insurance, and that the additional premium be remitted by John as soon as possible. CARRIED.
 - c. Privacy training update. The Chair reminded the Board of the Privacy Training Session for the Board on November 22, 6-10 p.m. It was AGREED that split training sessions may be required for the teachers in order to maximize participation.

- d. Consideration of possible facilitators for the GMS review. Will discussed his recent meeting with Van Penick and indicated that he would be meeting with Barbara Richman in a couple of days. He would report back as soon as possible. The idea that is being explored is to involve three experts working collaboratively. Van suggested that the review consist of two parts: the generation of Terms of Reference, that would include consultation with stakeholders, and the review of the governance of management policies and practices.
 - e. The Nominating Committee will be meeting shortly with Leo Perez, Fountain School of Performing Arts, about possibly joining the Board, and the committee will prepare a recommendation as soon as possible.
7. New Business
- a. Mind-Body Software. John reviewed the unfortunate situation with payroll, and explained that payroll dates are not due to the Mind-Body software but are driven by the separate bank deposit arrangements and linkages to staff payroll. John will review this and keep the Board apprised of issues. John has been spending much of his time on liaising with the software technical support people on how to deal with software operational issues encountered by the teachers and office staff, but now that work on the website is more or less complete, Chris Murray will become the liaison, freeing John to focus on operations and finances. John will report at each future meeting on progress in getting the wrinkles out of the software, and it was AGREED that if significant problems remain after 3 more months, the Board will need to consider steps to address the problems (e.g., hiring a technical support person; new software; other?)
 - b. Audited Financial Statements. Although the auditing is complete, the report has just been received and will be circulated to the Board for review at its November meeting.
8. Other Business.
- a. Susanne Brown, who had just arrived at the meeting and had not participated in the earlier discussion of Mind-Body, raised three matters from the Faculty Association:
 - i. Difficulties with the Mind-Body software, including its complexity and training requirements.
 - ii. The timing of paycheques
 - iii. The need for a licensed Manager for Kindermusik to deal with Kindermusik International, as well as outreach and promotion. This position had apparently been cancelled by the Dean of Music in February, and there is a significant operational gap.
 - b. Scheduling of Meetings. An effort will be made to schedule Board meetings at a time other than Thursday evenings as this is a particularly busy teaching night for teachers. Will will be in touch with Board members to consider other times.
9. The Board moved into an *In Camera* update on staff performance reviews.
10. Next Meeting (Tentative), Thursday, November 28, 2019, 6-9 pm.
11. Adjournment